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THE MULTIVERSE WAS DESTROYED...ALL THAT REMAINS...IS **BATTLEWORLD!**

IN MUTOPIA, EVERYONE WANTS TO BE A MUTANT!

CHARLES XAVIER IS DEAD, AND TO THE PUBLIC, MAGNETO APPEARS TO CARRY ON HIS FELLOW MUTANT'S LIFEWORK: HEADING BOTH THE ATOM INSTITUTE—A SCHOOL FOR EXCEPTIONAL CHILDREN, HUMANS AND MUTANTS ALIKE—AND THE NEW X-MEN TEAM. MEANWHILE, THE OLD X-MEN—EMMA FROST, WOLVERINE AND CYCLOPS—MUST CONTEND WITH BOTH THEIR WANING POWERS AND RELEVANCE.

THE OLD X-MEN WENT ON A JOURNEY TO REGAIN THEIR FULL POWERS BY TRACKING THE HEALER XORN, ONLY TO FIND HIM IMPRISONED AT A U-MEN BASE.

MEANWHILE, BEAST—NOW A SUCCESSFUL GENETIC SCIENTIST FOR HOPEFUL PARENTS WANTING MUTANT CHILDREN—FINDS A DEAD MAN ON HIS DOORSTEP. THE MAN? NONE OTHER THAN HANK McCOY—THE BEAST, HIMSELF! WHERE DID THIS SECOND HANK COME FROM? AND COULD THERE BE OTHERS?

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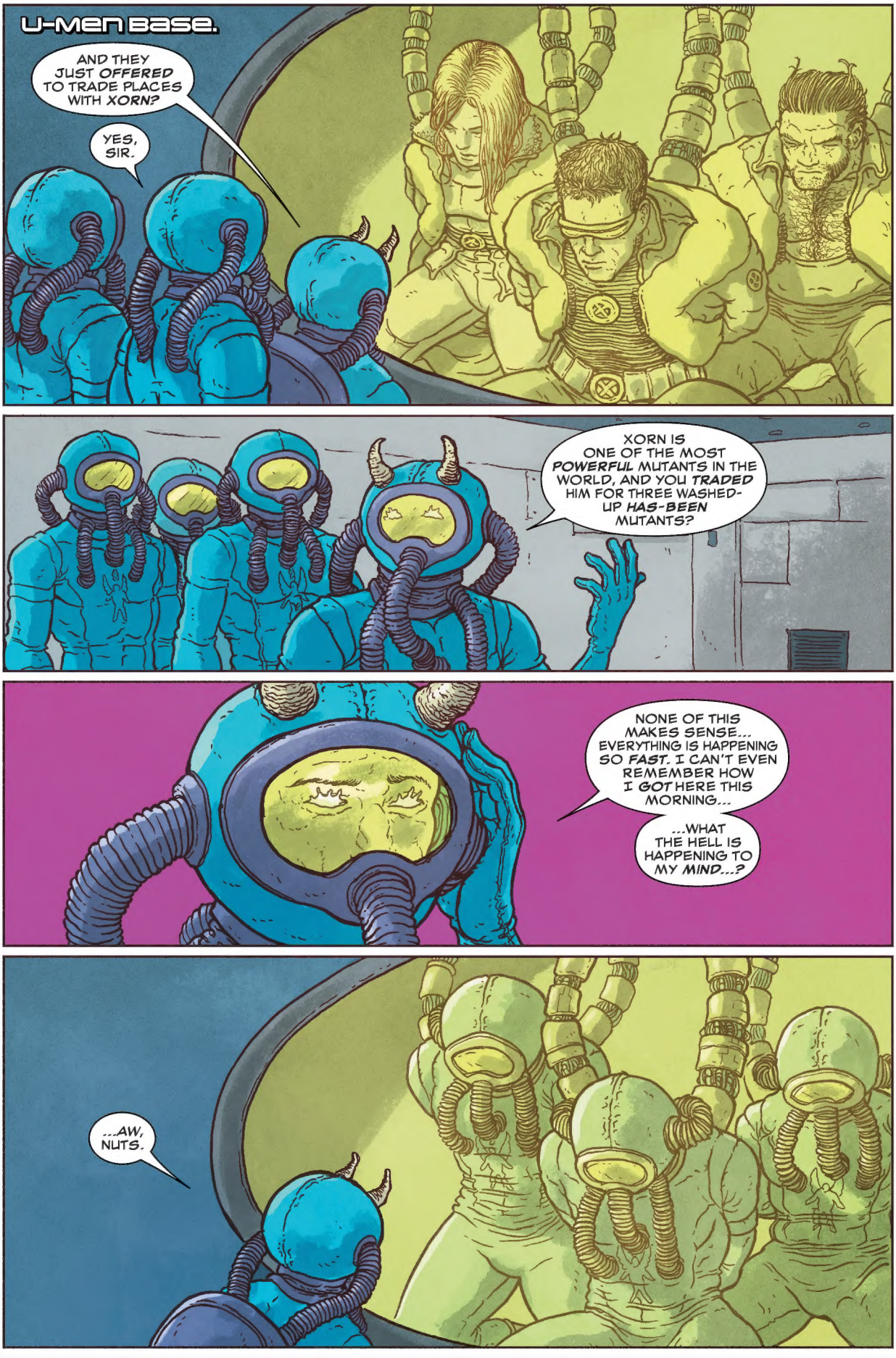
U-Men Base.
AND THEY JUST OFFERED TO TRADE PLACES WITH XORN?
YES, SIR.
XORN IS ONE OF THE MOST POWERFUL MUTANTS IN THE WORLD, AND YOU TRADED HIM FOR THREE WASHED-UP HAS-BEEN MUTANTS?
NONE OF THIS MAKES SENSE... EVERYTHING IS HAPPENING SO FAST. I CAN'T EVEN REMEMBER HOW I GOT HERE THIS MORNING...
...WHAT THE HELL IS HAPPENING TO MY MIND...?
...AW, NUTS.

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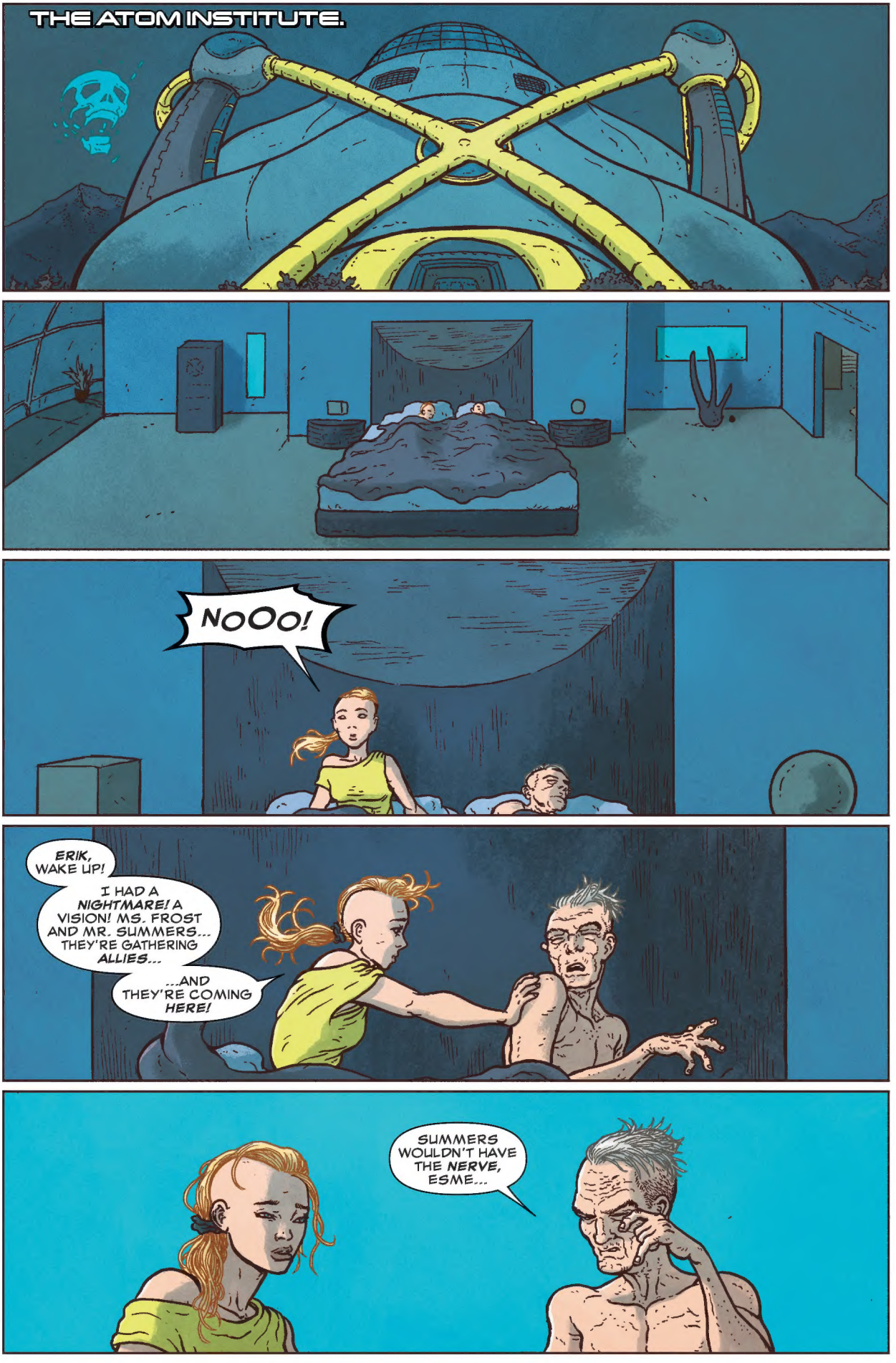
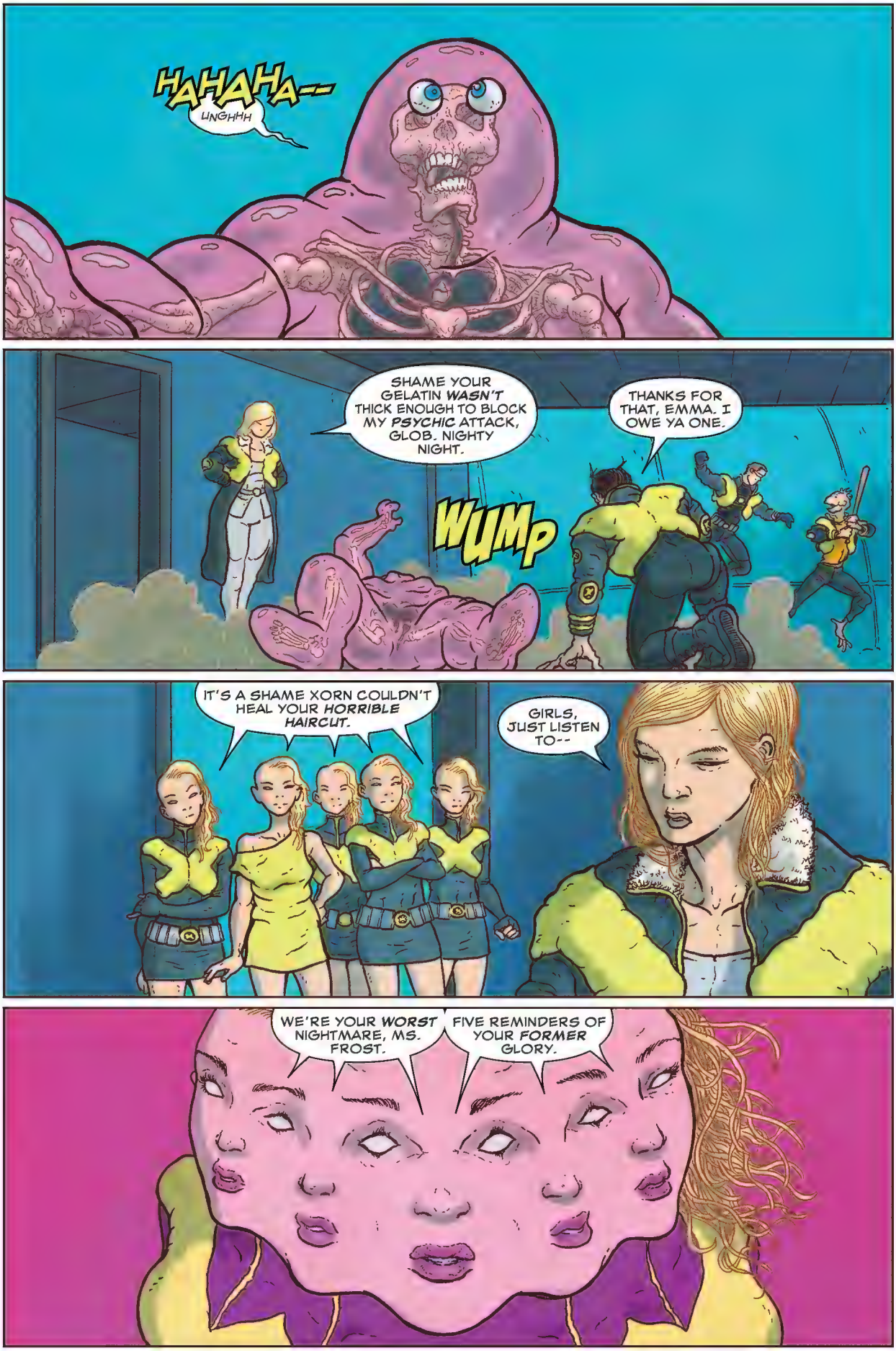
LOGAN, THEIR PSYCHIC SHIELDS ARE AMATEURISH--
--AS THE U-MEN WERE SIPHONING ENERGY FROM XORN TO POWER THEIR HEADQUARTERS, HE WAS SLOWLY CORRUPTING THEIR DAMPENING DEVICES TO THE POINT WHERE I COULD DETECT HIM.
AND XORN IS?
I'M A HEALER.
WITH A SKULL MASK?
CAN'T HAVE THE ALPHA WITHOUT THE OMEGA.
CYCLOPS, WOLVERINE, EMMA FROST--I CAN SENSE A STRANGE, UNNATURAL BLOCKAGE WITHIN EACH OF YOU.
DESCRIBE YOUR PROBLEMS MORE FULLY SO THAT I CAN SEEK OUT THE ROOT CAUSE...
MY OPTIC BLASTS ARE SUPER WEAK AND THEY'RE RECHARGING SO SLOWLY...I USED TO BE ABLE TO FIRE BLASTS POWERFUL ENOUGH TO KNOCK DOWN VAULT DOORS ONE AFTER ANOTHER. NOW IT'S TAKING ME DAYS TO RECHARGE AFTER A SINGLE BLAST.
MY HEALING FACTOR IS SHOT. I SHOULD BE ABLE TO RECOVER FROM ANY INJURY IN A MATTER OF MINUTES. NOT SO MUCH NOW. MY FRIGGIN' FINGERTIPS HAVEN'T GROWN BACK AFTER TWELVE HOURS.
AND MOSTLY I'M JUST BORED.

WELL, IT DOES LOOK LIKE ME, BUT FOR ONCE IT DOESN'T SEEM TO BE THE RESULT OF TIME TRAVEL...
...THE FINGERPRINTS ARE DIFFERENT, SO HE'S NOT ACTUALLY ME FROM THE PAST--
DNA ANALYSIS 72%
--WAIT A MINUTE... FINGERPRINTS?
BEFORE I HAD MY FUR, WHEN I COULD JUST ABOUT PASS FOR HUMAN, I HAD HANDS BIG ENOUGH TO PALM A YOGA BALL.
THIS GUY COULD BARELY PALM A GRAPEFRUIT...
DNA TEST COMPLETE
HUMAN SUBJECT CONFIRMED. HANK McCOY.
OH MY STARS AND GARTERS!
HUMAN?!


THE ATOM INSTITUTE.
NOOO!
ERIK, WAKE UP!
I HAD A *NIGHTMARE!* A VISION! MS. FROST AND MR. SUMMERS... THEY'RE GATHERING *ALLIES...*
...AND THEY'RE COMING *HERE!*
SUMMERS WOULDN'T HAVE THE *NERVE,* ESME...

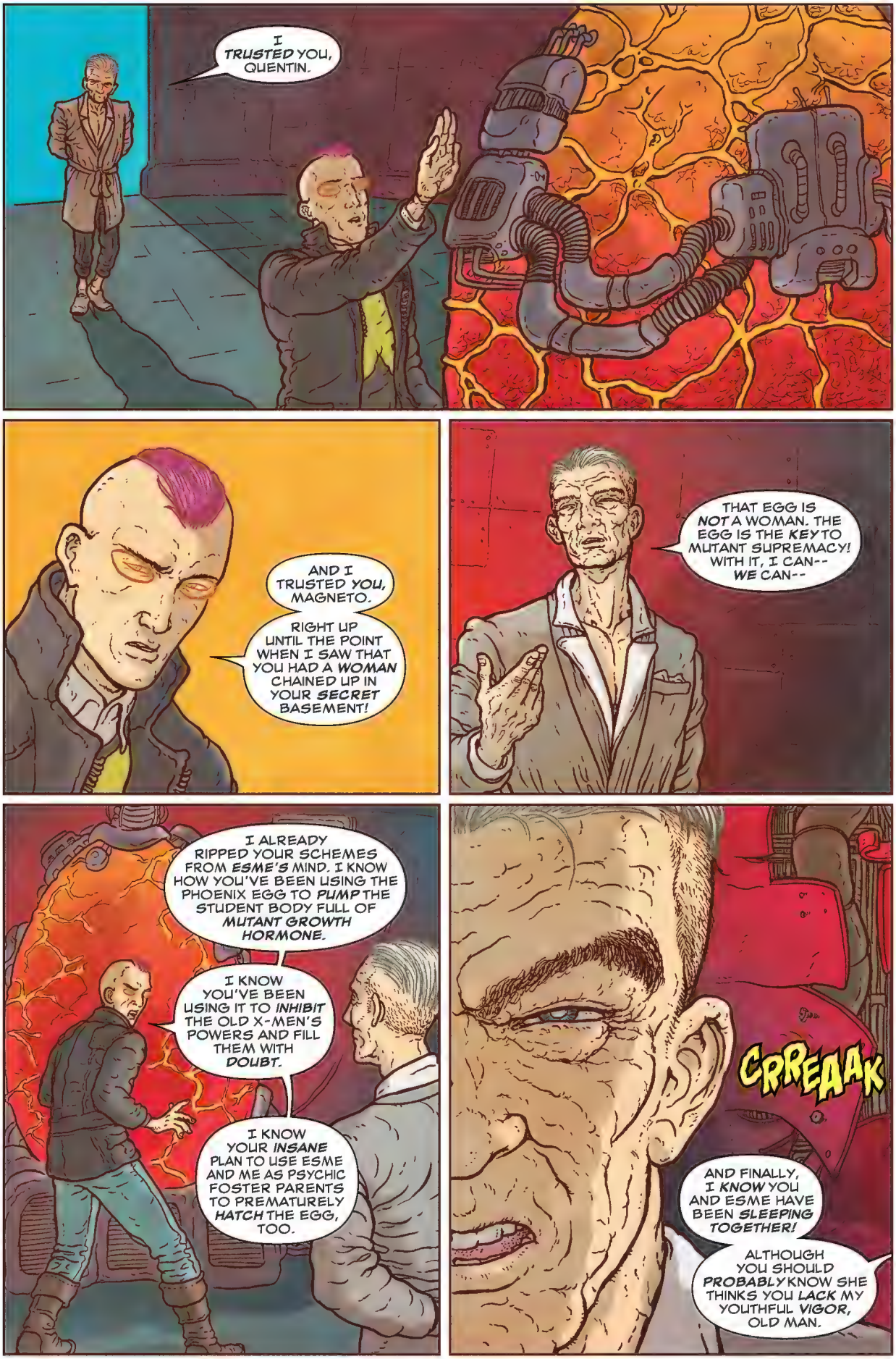
SHZZZZZZZARK
MAGNETO! WE KNOW YOU'VE GOT JEAN GREY HOSTAGE! AND I KNOW YOU'VE BEEN USING HER TO BLOCK OUR POWERS!
HAND HER OVER OR WE'LL TEAR DOWN EVERYTHING YOU'VE BUILT, BRICK BY BRICK!
OH, MY DOOM, YOU'RE SO PATHETIC.
READY TO DESTROY THE FUTURE TO RECAPTURE A MOMENT OF YOUR PAST.
REDHEADS ARE THE WORST, ANYWAY.
HEH, GOOD ONE, ANGEL.
TAGGED 4 BLOOD

YOU MISSED! HYUKK!
DAMN IT! OVERCONFIDENT. JUST BECAUSE I'VE GOT MY POWERS BACK DOESN'T MEAN I'M NOT RUSTY!
YARGH! THERE'S YOUR OPENING, CYCLOPS!
GOOD JOB, WOLVERINE!
MY GELATIN IS TOO THICK FOR YOU TO HIT ANY OF MY VITALS, CHUMP!
GUHK!
MMMF!
CAN YOU HEAL YOUR WAY OUT OF SUFFOCATION?


HAHAHA--
UNGHHH
SHAME YOUR GELATIN WASN'T THICK ENOUGH TO BLOCK MY PSYCHIC ATTACK, GLOB. NIGHTY NIGHT.
THANKS FOR THAT, EMMA. I OWE YA ONE.
WUMP
IT'S A SHAME XORN COULDN'T HEAL YOUR HORRIBLE HAIRCUT.
GIRLS, JUST LISTEN TO--
WE'RE YOUR WORST NIGHTMARE, MS. FROST.
FIVE REMINDERS OF YOUR FORMER GLORY.

AGGHH!
OOH! PSYCHIC ASSAULT! I WANT TO HELP!
YOU'LL NEVER BE AS YOUNG OR AS PRETTY AS WE ARE EVER AGAIN.
AW, ARE THE MEAN QUINTUPLETS GANGING UP ON YOU, EMMA? THAT'S NOT VERY FAIR, IS IT?
UGH--
--NOT FAIR AT ALL!
AIIIEEE!
QUENTIN!
YOU
BETRAYED
US!
YOU CHOSE HER OVER ME?!
YOU BASTARD... THE OTHER DAY... YOU PURPOSELY TRICKED US INTO OVEREXTENDING OURSELVES...
KNOCKING YOU CUCKOOS OUT WAS THE ONLY WAY TO GET A PSYCHIC SIGNAL TO CYCLOPS AND EMMA WITHOUT YOU KNOWING ABOUT IT.
I AM THE BETTER PSYCHIC, ESME, AND NOW YOU'RE GOING TO TELL ME EVERYTHING ABOUT MAGNETO'S PLAN FOR THE PHOENIX EGG.
WHETHER YOU WANT TO OR NOT!

STAND DOWN, FELLOW X-MEN. WE'RE JUST HERE TO RESCUE JEAN FROM MAGNETO. WE HAVE PROOF HE'S BEEN MANIPULATING US ALL.
BLINK
IF YOU'LL JUST LET US--
BEAK, WHAT'S CYCLOPS DOING WITH HIS EYES?!
HE'S TRYING TO HYPNOTIZE-- GAH!
SMASH
OH NO, MARTHA, WHAT HAVE I DONE?
NO CAUSE FOR ALARM.
...ALL IS WELL. YOU AND GLOB, TOGETHER, WILL HEAL EACH OTHER.
NO, LITTLE MARTHA. WE MAY BE ADVERSARIES, BUT WE WILL NEVER BE ENEMIES.


I TRUSTED YOU, QUENTIN.
AND I TRUSTED YOU, MAGNETO.
RIGHT UP UNTIL THE POINT WHEN I SAW THAT YOU HAD A WOMAN CHAINED UP IN YOUR SECRET BASEMENT!
THAT EGG IS NOT A WOMAN. THE EGG IS THE KEY TO MUTANT SUPREMACY! WITH IT, I CAN-- WE CAN--
I ALREADY RIPPED YOUR SCHEMES FROM ESME'S MIND. I KNOW HOW YOU'VE BEEN USING THE PHOENIX EGG TO PUMP THE STUDENT BODY FULL OF MUTANT GROWTH HORMONE.
I KNOW YOU'VE BEEN USING IT TO INHIBIT THE OLD X-MEN'S POWERS AND FILL THEM WITH DOUBT.
I KNOW YOUR INSANE PLAN TO USE ESME AND ME AS PSYCHIC FOSTER PARENTS TO PREMATURELY HATCH THE EGG, TOO.
CRREAAK
AND FINALLY, I KNOW YOU AND ESME HAVE BEEN SLEEPING TOGETHER!
ALTHOUGH YOU SHOULD PROBABLY KNOW SHE THINKS YOU LACK MY YOUTHFUL VIGOR, OLD MAN.

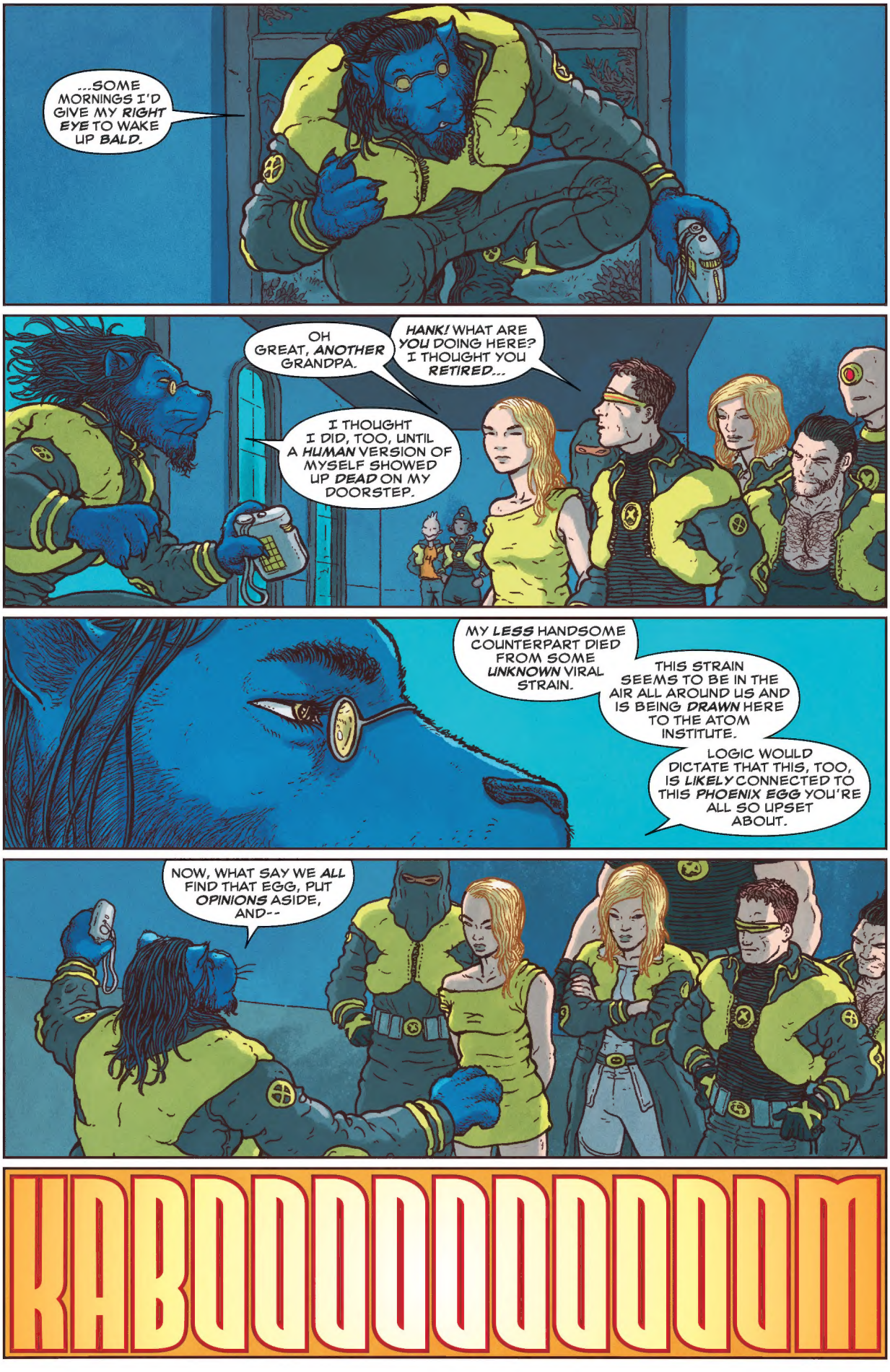
YOU DARE SPEAK TO ME AS A RIVAL? AN EQUAL? YOU THINK YOU COULD EVER OPERATE AT MY LEVEL, QUENTIN QUIRE?
I AM MAGNETO, MASTER OF MAGNETISM.
SPLOORCH
THE SUPERIOR HOMO SUPERIOR!
HEHE... YOU IDIOT...
...I...ALREADY... BONDED MYSELF...TO THE...EGGGGGG...
W-WHAT HAVE YOU DONE?

KRRRKLL
NO, IT CAN'T HAPPEN YET! I'M NOT--
--WAIT.
I CAN HEAR THE PHOENIXSONG...
...IT CALLS TO ME. I AM READY.
MY DESTINY.
DEATH IS THE DESTINY OF ALL MEN, MAGNETO!

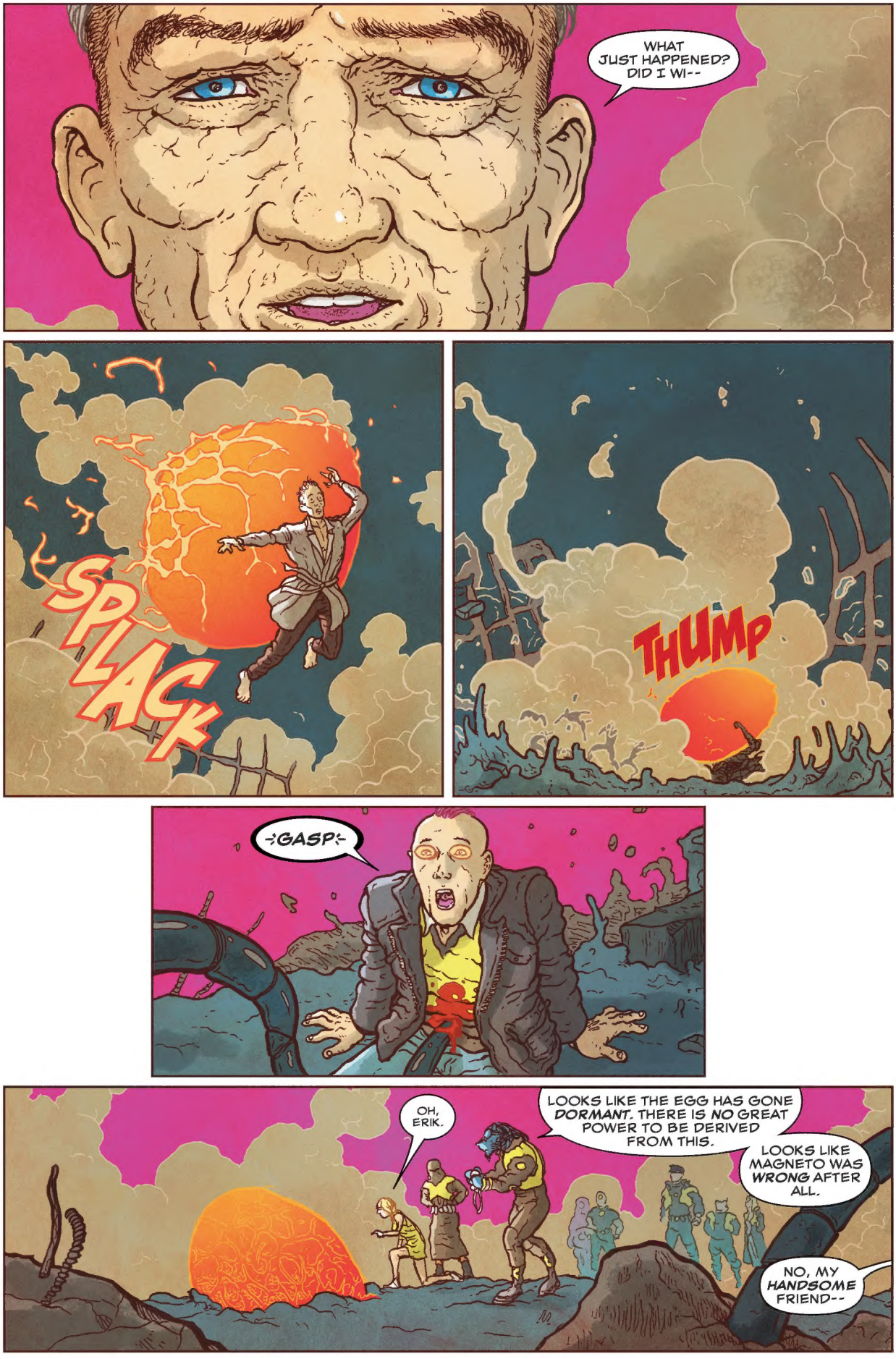
AND THAT IS WHAT YOU WILL SURELY FIND IF YOU EMBRACE THE EGG.
YOU DIDN'T THINK THIS THROUGH, DID YOU? A MAN IN AN IRON MASK VERSUS ME? FOOL!
YOU MAY AS WELL HAVE COME HERE WITH A GUN AIMED AT YOUR TEMPLE.
CRRNCH
SORRY, FRIEND, BUT BULLETS ARE MEANINGLESS TO SUNSHINE!
FWOOOOOOOSH

I SEE NOW THAT YOU ARE A *WORTHY* OPPONENT, XORN.
JOIN ME. TOGETHER WE CAN USE THE *POWER* OF THE PHOENIX TO PROTECT THE *ENTIRE* MUTANT RACE.
I AM *NOT* YOUR ALLY *OR* OPPONENT, MAGNETO. *NO ONE* CAN POSSESS OR CONTROL WHAT'S *INSIDE* THAT EGG.
I SENSE THERE IS *MORE* TO IT THAN EITHER OF US CAN *ANTICIPATE.*
I WILL DESTROY IT, AND *YOU,* IF I HAVE TO.
"LIKE I SAID, WE'RE *JUST* HERE TO SAVE *JEAN.*"

LOOK, SOORAYA, BASILISK--YOUR TEAMMATE QUENTIN TOLD ME THAT MY ESTRANGED WIFE IS BEING HELD PRISONER IN SOME KIND OF COSMIC EGG.
MAGNETO HAS PROBABLY BEEN USING HER POWER TO PIT US AGAINST EACH OTHER FOR YEARS!
YOUR ARGUMENT WOULD BE FAR MORE COMPELLING IF YOU WEREN'T JUST CAUGHT TRYING TO HYPNOTIZE US INTO BELIEVING WE WERE BEING MANIPULATED!
YOU COME INTO OUR SCHOOL IN THE MIDDLE OF THE NIGHT SHOOTING LASERS--
OPTIC BLASTS.
THIS IS WHY YOU NEVER ACCOMPLISH ANYTHING, SCOTT SUMMERS! WHO EVEN KNOWS IF YOUR WIFE IS ACTUALLY HERE?
NO, SOORAYA, HE'S RIGHT. MAGNETO DOES HAVE JEAN WRAPPED UP IN A PHOENIX EGG.
BUT I'VE GOT FULL FAITH IN WHAT ERIK'S DOING WITH IT. HAS HE EVER LED US ASTRAY BEFORE?
UNLIKE THAT BALD CRIPPLE WHO CHOSE SUICIDE OVER FACING REALITY.
NOW, YOUNG LADY, YOU'RE INVALIDATING YOUR ARGUMENT RIGHT THERE BY RESORTING TO MEAN-SPIRITED AD HOMINEM ATTACKS...


...SOME MORNINGS I'D GIVE MY RIGHT EYE TO WAKE UP BALD.
OH GREAT, ANOTHER GRANDPA.
HANK! WHAT ARE YOU DOING HERE? I THOUGHT YOU RETIRED...
I THOUGHT I DID, TOO, UNTIL A HUMAN VERSION OF MYSELF SHOWED UP DEAD ON MY DOORSTEP.
MY LESS HANDSOME COUNTERPART DIED FROM SOME UNKNOWN VIRAL STRAIN.
THIS STRAIN SEEMS TO BE IN THE AIR ALL AROUND US AND IS BEING DRAWN HERE TO THE ATOM INSTITUTE.
LOGIC WOULD DICTATE THAT THIS, TOO, IS LIKELY CONNECTED TO THIS PHOENIX EGG YOU'RE ALL SO UPSET ABOUT.
NOW, WHAT SAY WE ALL FIND THAT EGG, PUT OPINIONS ASIDE, AND--
KABOOOOOOOOOM

WHAT THE HELL?!
WE ARE AT A STALEMATE, MAGNETO. TOO EVENLY MATCHED! WE'LL DESTROY EVERYTHING AROUND US.
THE POWER OF THE PHOENIX WILL BE MINE! SUBMIT!
THIS IS BAD.
JEAN!
UGH. TYPICAL.
IT'S... BEAUTIFUL.
OH, BABY--
ANGEL, WE GOTTA FIND OUR KIDS...
THIS IS IMPOSSIBLE! I MUST--
--WAIT. THERE'S MORE TO THIS.
NOT JUST GREY. BUT BLACK. AND WHITE.
SURRENDER IS THE ANSWER.


WHAT JUST HAPPENED? DID I WI--
SPLACK
THUMP
-:GASP:-
OH, ERIK.
LOOKS LIKE THE EGG HAS GONE *DORMANT*. THERE IS *NO* GREAT POWER TO BE DERIVED FROM THIS.
LOOKS LIKE MAGNETO WAS *WRONG* AFTER ALL.
NO, MY *HANDSOME* FRIEND--

--MAGNETO WAS RIGHT!
NEXT ISSUE: BEAST WARS!